CRUZ COBALT CORP.

For the year ended July 31, 2019

Management's Discussion and Analysis ("MD&A")

Date of Report: November 6, 2019

The following discussion and analysis of the Company's financial condition and results of operations for the year ended July 31, 2019 should be read in conjunction with its consolidated financial statements and related notes. The requisite financial data presented for the relevant periods has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

All dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Disclaimer for Forward-Looking Information

Certain statements in this report are forward-looking statements, which reflect management's expectations regarding the Company's future growth, results of operations, performance, business prospects and opportunities such as the intended work programs on its existing property interests, the ability to meet financial commitments and the ability to raise funds when required. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this Management's Discussion and Analysis. These assumptions, which include management's current expectations, estimates and assumptions about its current property interests, the global economic environment, the market price and demand for mineral commodities and its ability to manage the property interests and operating costs, may prove to be incorrect. A number of risks and uncertainties could cause the actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) a decreased demand or price for mineral commodities, (3) delays in the start of projects with respect to its property interests, (4) inability to locate and acquire additional property interests, (5) the uncertainty of government regulation and politics in North America regarding mineral exploration and mining, (6) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (7) other factors beyond its control.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. Except as required by law, the Company disclaims any intention or obligation to update or revise any forward-looking statements. Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled "Risk Factors" below.

Nature of Business

Cruz Cobalt Corp. (the "Company") is involved in the identification, acquisition and exploration of mineral properties that management deems as potentially viable to assist in the growth of the Company. At July 31, 2019, the Company had mineral property interests located in Canada and in the USA.

Mineral Properties

Ontario Cobalt Prospects

In July 2016, the Company entered into a share purchase agreement (the "Cobalt Locaters SPA") with four arm's length vendors to purchase all of the issued and outstanding shares of Cobalt Locaters Inc., which holds a 100% interest in two cobalt prospects in B.C. and a 50% interest in four cobalt prospects in Ontario consisting of the Coleman Cobalt Prospect, the Bucke Cobalt Prospect, the Hector Cobalt Prospect, and the Johnson Cobalt Prospect. In March 2019, the Company acquired the remaining 50% interest in the above four Ontario cobalt prospects from an arm's length vendor at no costs. As of today, the Company holds a 100% interest in the above four cobalt prospects in Ontario and two in B.C.

In September 2016, the Company acquired a 100% interest in: 22 additional claim units for staking costs of $2,200 to increase the acreage of the Johnson Cobalt Prospect to approximately 900 acres; 36 claim units for staking costs of $3,600 to increase the acreage of Bucke Cobalt Prospect to approximately 1,480 acres; and 137 claim units for staking costs of $13,700 to increase the acreage of the Hector Cobalt Prospect to approximately 5,500 acres.

In December 2016, the Company acquired a 100% interest in 23 additional claim units for staking costs of $2,300 to increase the acreage of Coleman Cobalt Prospect to approximately 900 acres. Subsequent to July 31, 2018, the Company decided to drop these claim units. Prior acquisition costs of $2,300 were written off as of July 31, 2018.

In June 2017, the Company acquired a 100% interest in additional mineral claims in Ontario to increase the holdings in its Coleman Cobalt Prospect to approximately 1,580 acres for staking costs of $1,268.

In December 2017, the Company acquired a 100% interest in additional mineral claims in Ontario referred to as the Lorraine Cobalt Prospect that comprised approximately 8,935 acres for staking costs of $40,000. Subsequent to July 31, 2019, the Company decided to drop these claims and will allow them to lapse when they become due. Accordingly, prior staking costs of $40,000 were written off as of July 31, 2019.

In January 2018, the Company acquired a 100% interest in additional mineral claims in Ontario referred to as the Lorraine Cobalt Prospect that comprise approximately 1,621 acres for staking costs of $5,600.

In April 2018, the Company acquired a 100% interest in additional mineral claims in Ontario to increase the holdings in its Lorraine Cobalt Prospect consisting of 305 cell units for staking costs of $15,290.

As disclosed in news releases on July 17, 2017, July 25, 2017, and September 7, 2017, the Company has received drill permits for the Bucke Cobalt Prospect, the Johnson Cobalt Prospect and the Hector Cobalt Prospect, which have each been approved by the Ministry of Northern Development and Mines.

As disclosed in news releases on August 15, 2018, the Company announced a magnetic geophysical survey was completed. 203 soils and 31 grab samples have been submitted to ALS in Sudbury. On September 18, 2018, the Company announced that a total of 5 rock grab samples returned greater than 0.1% cobalt and up to 2.02% cobalt (2018BKP040) from the Gillies East anomaly, in addition to anomalous silver and gold values (Table 1). Mineralization in outcrop occurs as narrow diabase-hosted potassium feldspar-carbonate veins ranging in width from less than 5 and up to 25 cm in width.

Table 1: 2018 Hector Cobalt Property Significant Rock Grab Sample Results

Sample ID	Prospect	Sample Type	Co (%)	Ag (g/t)	Au (g/t)
2018KBP040	Gillies East	Prospect Pit Float	**2.02**	**13.1**	-
2018KBP042		Outcrop	**0.61**	**4.1**	-
2018KBP034	Gillies West	Outcrop	**0.82**	-	-
2018KBP033		Outcrop	**0.42**	-	-
2018KBP037		Prospect Pit Float	**0.19**	-	-
2018KBP061		Outcrop	-	-	**0.37**

Of the 203 soil geochemical samples collected, a total of 22 samples returned greater than 10 parts-per-million (ppm) cobalt, and up to 98 ppm cobalt. Humus soil geochemical results define several north-northwest trending cobalt anomalies. A 200 x 200 meter cobalt soil anomaly centred on 3 samples returning greater than 20 ppm cobalt (Hector Anomaly) occurs a distance of 300 meters to the northwest of the historic Hector Silver Mine Shaft.

The Gillies East cobalt in soil anomaly lies a further 600 metres to the northwest, centred over an area of several historic prospect pits that returned cobalt in float and rock outcrop values of 2.02% and 0.61% cobalt. Along the western margin of the survey area, the northwest tending Gilles West anomaly returned the highest cobalt in soil results of 98 ppm cobalt, in addition to rock outcrop and float sample results of 0.82%, 0.42% and 0.19% cobalt, and 0.37 grams-per-tonne gold (2018KBP061).

The results of the geophysical survey define a 1.2 km northwest trending arcuate magnetic high anomaly interpreted to represent a strongly magnetic phase of a shallowly dipping Nipissing diabase sill that underlies much of the Hector Cobalt Property claims. The magnetic anomaly is coincident with the cobalt in soil anomalies and the location of numerous historic exploration pits targeting cobalt-silver mineralization; including the Historic Hector Silver Mine shaft that lies off the Property along eastern boundary.

As disclosed in a news release on January 28, 2019, the Company completed an exploration diamond drill program at its 4,980 acre Hector Cobalt Property comprising 10 holes totaling 843 metres (m).

The drilling was designed to test combined surface rock and soil geochemical and ground magnetic geophysical anomalies at the Hector and Gilles East targets, which were generated during the Company's summer 2018 surface exploration programs that yielded surface rock grab samples up to 2.0% cobalt, in addition to anomalous silver and gold values.

A series of four closely spaced shallow drill holes totaling 395 m tested the Hector anomaly; three holes totaling 264 m targeted Gilles East 1; and three holes totaling 185 m at the targeting Gilles East 2 were completed (**Table 1**).

Table 1: Hector Cobalt Property Fall 2018 Diamond Drill Results

Target	Drill Hole	From (m)	To (m)	Interval (m)*	Co (ppm)	Cu (ppm)	Au (ppb)	Ag (ppm)
Hector	**18HC01**	5.12	16.00	10.88	66	132	-	-
	and	24.00	25.00	1.00	110	-	-	-
	18HC02	83.45	84.45	1.00	310	60	-	-
	and	89.45	91.45	2.00	110	110	-	-
	and	94.33	95.02	0.69	130	150	-	-
	18HC03	11.80	17.00	5.20	-	127	-	-
	and	89.10	89.60	0.50	130	240	-	-
	and	93.40	95.50	2.10	90	300	-	-
	18HC04	92.00	93.00	1.00	80	410	-	-
Gilles East 1	**18HC06**	10.50	15.50	5.00	42	162	-	-
	and	50.00	51.00	1.00	50	650	-	-
Gillies East 2	**18HC08**	8.00	9.00	1.00	-	-	37	1.3
	and	18.00	21.00	3.00	97	57	-	-
	18HC09	18.00	23.00	5.00	-	472	-	-
	including	18.00	19.00	1.00	-	1420	-	-
	and	74.15	74.65	0.50	120	-	21	-
	18HC10	15.00	16.00	1.00	110	-	33	-
	and	18.00	21.00	3.00	-	283	-	-
	including	19.00	20.00	1.00	-	560	-	-

* The true width of mineralization is estimated to be 70-80% of the drilled interval

Possible follow up work and drill programs are currently being formulated by management.

As at July 31, 2019, the Company had spent a total of $589,515 in exploration expenditures on the Ontario cobalt prospects.

Nevada Clayton Valley West Lithium Prospect

During the year ended July 31, 2016, the Company entered into an agreement with an arm's-length vendor to acquire a 100% interest in six claim blocks in the Clayton Valley in Nevada, USA prospective for lithium. As of July 31, 2019, the Company had incurred a total of $7,996 in claim maintenance fees on this prospect.

At this time, there is no plan to do any follow up work in 2019. While the Company has been successful in securing financings in the past, there is no assurance that the Company will be able to do so in the future, and/or that the Company will be able to raise sufficient funds to meet its work commitments for all of its mineral properties.

BC War Eagle Cobalt Prospect

In June 2016, the Company acquired a 100% interest in certain mineral claims in British Columbia for staking costs of $3,496 and in January 2018, the Company acquired a 100% interest in additional mineral claims in British Columbia for staking costs of $7,283 to increase the acreage on the War Eagle Cobalt Prospect to 15,219 acres.

In October 2018, the Company decided to drop certain War Eagle claims that comprised approximately 10,284 acres and allowed them to lapse when they became due. Accordingly, prior acquisition costs of $7,283 and exploration costs of $12,716 associated with these lapsed claims were written off as of July 31, 2018.

During the year ended July 31, 2019, the Company decided to further reduce the size of certain War Eagle claims from 4,936 acres to 1,542 acres. Accordingly, prior acquisition costs of $2,404 and exploration costs of $18,705 were written off.

The Company conducted an airborne work program over its War Eagle Cobalt Prospect in January 2018.

At this time, there is no plan to do any follow up work in 2019. While the Company has been successful in securing financings in the past, there is no assurance that the Company will be able to do so in the future, and/or that the Company will be able to raise sufficient funds to meet its work commitments for all of its mineral properties.

As at July 31, 2019, the Company had spent a total of $8,498 in exploration expenditures on this prospect.

Yukon Quartz Claims

During the year ended July 31, 2010, the Company acquired a 100% interest in ninety five load quartz mineral claims covering an area of approximately 4,836 acres, located in the Yukon Territory.

During the years ended July 31, 2013, 2015 and 2016, the Company decided not to continue with certain claims and allowed these claims to lapse when they became due. Accordingly, prior acquisition costs of $670,862 and exploration costs of $34,838 associated with these lapsed claims were written off.

The Company may continue exploration activities if the Company is able to obtain sufficient financing. While the Company have been successful in securing financings in the past, there is no assurance that the Company will be able to do so in the future, and/or that the Company will be able to raise sufficient funds to meet its work commitments for all of its properties. The Company has no plans to work on this property in 2020.

As at July 31, 2019, the Company had spent a total of $1,917 in exploration expenditures on the remaining Yukon quartz claims.

Idaho Star Cobalt Prospect

In October 2016, the Company acquired a 100% interest in the Idaho Star Cobalt Prospect in Idaho, U.S.A. for staking costs of $39,964. This prospect is located approximately 9 miles southwest of Saltese, Montana and 19 miles southeast of Wallace, Idaho. This prospect consists of 44 contiguous claims within the Idaho Cobalt Belt. In July 2017, the Company conducted a soil sampling program on its Idaho Star Cobalt Prospect.

In August 2018, the Company decided to drop certain Idaho claims and allowed them to lapse when they became due. Prior acquisition costs of $36,330 and exploration costs of $32,122 were written down as of July 31, 2018.

The Company is considering to conduct a follow up program, however, a final decision has not been concluded at this time.

As at July 31, 2019, the Company had spent a total of $4,045 in exploration expenditures on this prospect.

Montana Chicken Hawk Cobalt Prospect

In February 2017, the Company entered into an agreement with an arm's length vendor to acquire a 100% interest in the Chicken Hawk Cobalt Prospect located in Deer Lodge County, Montana, U.S.A. This prospect consisted of 64 contiguous lode claims covering approximately 1,300 acres. In July 2017, the Company acquired a 100% interest in 30 additional mineral claims for staking costs of $25,426. These claims were located contiguous to the existing Chicken Hawk Cobalt Prospect in Montana which increased the Company's holdings to 1,940 contiguous acres.

In August 2018, the Company decided to drop certain Montana Chicken Hawk claims that comprised approximately 601 acres and allowed them to lapse when they became due. Prior acquisition costs of $24,578 and exploration costs of $34,457 were written down as of July 31, 2018.

Subsequent to July 31, 2019, the Company decided to drop the entire Chicken Hawk property. Accordingly, prior acquisition costs of $600,848 and exploration costs of $103,458 were written off as of July 31, 2019.

BC Purcell Cobalt Prospect

Under the Cobalt Locaters SPA, the Company indirectly acquired a 100% interest in two cobalt prospects in B.C..

In January 2018, the Company acquired a 100% interest in additional mineral claims in British Columbia for staking costs of $7,197 to increase the acreage on the Purcell Cobalt Prospect to 11,821 acres.

In October 2018, the Company decided to drop the entire property. Prior acquisition costs of $285,863 and exploration costs of $20,351 were written off as of July 31, 2018.

Overall Performance

The Company is a mineral exploration company engaged in the business of acquisition, exploration and, if warranted, development of mineral properties. The Company does not expect to generate any revenues in the foreseeable future or until a mineable reserve is defined and economically recoverable. The Company expects to continue to incur expenses as it works to further explore and develop its mineral properties.

The Company has conducted limited exploration on some of its properties, due to, among other things, the availability of sufficient funds for the purposes of mineral exploration and development, access to the property due to climate conditions, the uncertainties associated with the prices of precious and base metals and other minerals, and the global economic climate. The Company is in the process of exploring its mineral properties and has not yet determined whether the properties contain reserves that are economically recoverable.

The Company’s future performance is largely tied to the outcome of future exploration and the overall financial markets. The recoverability of minerals from the Company’s properties is dependent upon, among other things, the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to continue to explore and develop its properties and upon future profitable production. Uncertainty in credit markets, fluctuation in commodity prices and general economic downturns has led to increased difficulties in raising and borrowing funds. As a result, the Company may have difficulty raising equity financing for the purposes of exploration and development of the Company’s properties, without diluting the interests of current shareholders of the Company. See “Liquidity and Capital Resources” and “Risk and Uncertainties” for a discussion of risk factors that may impact the Company’s ability to raise funds.

Information about the Company's commitments relating to its mineral properties is discussed above under "Nature of Business – Mineral Properties".

The Company did not generate any revenue during the years ended July 31, 2019 and 2018. The Company's net comprehensive loss decreased from $1,988,331 for the year ended July 31, 2018 to $1,456,898 for the year ended July 31, 2019, mainly due to a decrease in operating expenses offset by an increase in the write-down of exploration and evaluation assets. The Company's cash and cash equivalents decreased from $2,807,027 as at July 31, 2018 to $2,062,547 as at July 31, 2019. The Company had a working capital of $2,074,525 as at July 31, 2019 as compared to $3,063,030 as at July 31, 2018.

The Company's current assets have decreased to $2,135,279 as at July 31, 2019 from $3,106,184 as at July 31, 2018, due mainly to a decrease in cash and cash equivalents as well as a decrease in prepaid expenses. The Company's current liabilities have increased from $43,154 as at July 31, 2018 to $60,754 as at July 31, 2019, mainly due to an increase in accounts payable and accrued liabilities. The value ascribed to the Company's exploration and evaluation assets has decreased from $1,701,097 as at July 31, 2018 to $1,262,324 as at July 31, 2019, due mainly to management's decision to drop the entire Montana Chicken Hawk Property and certain mineral claims in Ontario and B.C. offset by the exploration work performed on the cobalt prospects in Ontario as set described above.

Additional information about the risks and uncertainties relating to the Company's business and financial performance is discussed below under "Risks and Uncertainties".

Summary of Quarterly Results

The following table sets out selected quarterly financial data for the eight most recently completed interim quarters:

	2019 Fourth	**2019 Third**	**2019 Second**	**2019 First**	**2018 Fourth**	**2018 Third**	**2018 Second**	**2018 First**
Revenues	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil
Operating expenses	$(173,272)	$(185,645)	$(200,646)	$(164,401)	$(70,093)	$(315,360)	$(769,515)	$(248,151)
Loss before other items	$(173,272)	$(185,645)	$(200,646)	$(164,401)	$(70,093)	$(315,360)	$(769,515)	$(248,151)
Loss per share (Basic and diluted)	$(0.002)	$(0.002)	$(0.003)	$(0.002)	$(0.001)	$(0.000)	$(0.011)	$(0.004)
Other items:								
Interest income	$7,023	$7,799	$8,620	$9,039	$9,240	$8,577	$5,703	$3,079
Gain on write-off of accounts payable	$Nil	$Nil	$Nil	$Nil	$16,660	$Nil	$Nil	$Nil
Other income on settlement of flow-through share premium liability	$Nil	$Nil	$Nil	$Nil	$3,410	$4,125	$16,827	$24,146
Realized gain on sale of marketable securities	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil
Unrealized gain on marketable securities	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil
Write-down of mineral properties	$(765,415)	$Nil	$Nil	$Nil	$(456,000)	$Nil	$Nil	$Nil
Net comprehensive loss	$(931,664)	$(177,846)	$(192,026)	$(155,362)	$(496,783)	$(302,658)	$(746,985)	$(220,926)
Basic and diluted loss per share	$(0.012)	$(0.002)	$(0.002)	$(0.002)	$(0.007)	$(0.000)	$(0.011)	$(0.004)

Summary of Results During Prior Eight Quarters

Net comprehensive loss increased by $747,038 from the first to the second quarter of 2018 mainly due to an increase in consulting fees, travel and corporate branding, and share-based payment expenses. Net comprehensive loss decreased by $665,306 from the second to the third quarter of 2018 mainly due to a decrease in share-based payments and a decrease in travel and corporate branding expenses. Net comprehensive loss increased by $194,125 from the third to the fourth quarter of 2018 mainly due to an increase in the write-down of exploration and evaluation assets offset by a decrease in share-based payments and a decrease in corporate branding expenses. Net comprehensive loss decreased by $341,421 from the fourth quarter of 2018 to the first quarter of 2019 mainly due to a decrease in the write-down of exploration and evaluation assets offset by an increase in operating expenses. Net comprehensive loss increased by $36,664 from the first to the second quarter of 2019 mainly due to an increase in management fees and other expenses. Net comprehensive loss decreased by $14,180 from the second to the third quarter of 2019 mainly due to a decrease in management fees and professional fees offset by an increase in corporate branding expenses. Net comprehensive loss increased by $753,818 from the third to the fourth quarter of 2019 mainly due to an increase in the write-down of exploration and evaluation assets.

Selected Annual Information

The following table sets out selected audited financial information for the Company, which has been prepared in accordance with IFRS:

	Year ended July 31,		
	2019	**2018**	**2017**
Total revenues	$Nil	$Nil	$Nil
Loss before discontinued operations and extraordinary items:			
Total	$(1,456,898)	$(1,988,331)	$(1,138,590)
Per share	$(0.02)	$(0.03)	$(0.02)
Per share fully diluted	$(0.02)	$(0.03)	$(0.02)
Net comprehensive loss:			
Total	$(1,456,898)	$(1,988,331)	$(1,138,590)
Per share	$(0.02)	$(0.03)	$(0.02)
Per share fully diluted	$(0.02)	$(0.03)	$(0.02)
Total assets	$3,397,603	$4,836,901	$3,871,932
Total long term debt	$Nil	$Nil	$Nil
Cash dividends	$Nil	$Nil	$Nil

Year ended July 31, 2019 Compared to the Year ended July 31, 2018

The Company did not generate any revenue for the years ended July 31, 2019 and 2018. Net comprehensive loss decreased by $531,433 from $1,988,331 for the year ended July 31, 2018 to $1,456,898 for the year ended July 31, 2019 due mainly to a decrease in operating expenses offset by a decrease in other income on settlement of flow-through share premium (year ended July 31, 2019: $Nil; year ended July 31, 2018: $45,098) and an increase in the write-down of exploration and evaluation assets (year ended July 31, 2019: $765,415; year ended July 31, 2018: $456,000). Operating expenses decreased by $900,134 from $1,624,098 for the year ended July 31, 2018 to $723,964 for the year ended July 31, 2019 due mainly to a decrease in consulting fees, professional fees, share-based payments, and corporate branding expenses, offset by an increase in investor relations expenses.

Consulting fees paid by the Company (year ended July 31, 2019: $88,230; year ended July 31, 2018: $129,625) generally include the following three categories: corporate and business advisory; geological and related advisory services; secretarial and data entry services.

Total consulting fees during the year ended July 31, 2019 consisted of $84,000 (year ended July 31, 2018: $84,000) for business advisory services. Such payments were generally made to third party consultants for certain corporate advisory, strategic planning and related advisory services that assisted in project evaluation. The Company paid $Nil during the year ended July 31, 2019 (year ended July 31, 2018: $45,625) for internal secretarial and data entry services. The Company also paid $4,230 during the year ended July 31, 2019 (year ended July 31, 2018: $Nil) for geological advisory services. Consulting fees decreased because certain consultants no longer work for the Company and the Company has streamlined its work and is not looking to replace those consultants. Management anticipates that these consulting fees may stay at or near this level in the next twelve month period.

Decreased professional fees (year ended July 31, 2018: $100,803; year ended July 31, 2018: $143,795) were due to a decrease in legal fees (year ended July 31, 2018: $11,003; year ended July 31, 2018: $58,255). Lower legal fees in the 2019 year were due to less services rendered in relation to corporate governance. Management anticipates that professional fees may stay at or near this level in the next twelve month period.

Decreased share-based payments (year ended July 31, 2019: $Nil; year ended July 31, 2018: $364,182) were due to the Company did not grant any stock options during the year ended July 31, 2019 as compared to 6,000,000 stock options were granted to its directors and consultants at a price of $0.20 per share for a one-year term (expiring on November 9, 2018) during the year ended July 31, 2018. The Company may grant options that are available under the stock option plan in the next 12 months period.

During the year ended July 31, 2019, the Company incurred a total of $31,072 (year ended July 31, 2018: $500,832) in corporate branding expenses, of which $12,000 (year ended July 31, 2018: $12,000) was for social media services related to the corporate twitter, $9,072 (year ended July 31, 2018: $10,207) was for the Company's President and one director to attend the 2019 PDAC Convention in Toronto, and $10,000 (year ended July 31, 2018: $50,854) was for other branding expenses..

The corporate branding expenses were incurred to increase the awareness of the Company and the cobalt industry in general. Management anticipates such expenses may stay at or near this level in the next 12 month period due to management’s decision to decrease overall branding expenses.

Increased investor relations expenses (year ended July 31, 2019: $250,000; year ended July 31, 2018: $200,000) were due to the Company engaged two arm's length entities to provide digital marketing, digital media, corporate advisory and branding and strategic business services to the Company over an 18 month period from December 2017. The Company prepaid the total amount of $450,000 to these two entities using cash on hand and the service contract expired on May 31, 2019. Management does not have plans to enter into new investor relations contract as the Company has streamlined its work and is not looking to replace those consultants.

Year ended July 31, 2018 Compared to the Year ended July 31, 2017

The Company did not generate any revenue for the years ended July 31, 2018 and 2017. Net comprehensive loss increased by $849,741 from $1,138,590 for the year ended July 31, 2017 to $1,988,331 for the year ended July 31, 2018 due mainly to an increase in operating expenses, an increase in the write-down of exploration and evaluation assets of $377,262 (year ended July 31, 2018: $456,000; year ended July 31, 2017: $78,738), a decrease in realized gain on sale of exploration and evaluation assets of $135,645 (year ended July 31, 2018: $Nil; year ended July 31, 2017: $135,645), and a decrease in realized gain on sale of marketable securities of $145,990 (year ended July 31, 2018: $Nil; year ended July 31, 2017: $145,990). Operating expenses increased by $253,431 from $1,370,667 for the year ended July 31, 2017 to $1,624,098 for the year ended July 31, 2018 due mainly to an increase in investor relations expenses, professional fees, and corporate branding expenses, offset by a decrease in consulting fees, and transfer agent and filing fees.

Increased investor relations expenses (year ended July 31, 2018: $200,000; year ended July 31, 2017: $Nil) were due to the Company engaged two arm's length entities to provide digital marketing, digital media, corporate advisory and branding and strategic business services to the Company over an 18 month period from December 2017.

Increased professional fees (year ended July 31, 2018: $143,795; year ended July 31, 2017: $87,923) were due to an increase in legal fees (year ended July 31, 2018: $58,255; year ended July 31, 2017: $27,097) as well as an increase in accounting and audit fees (year ended July 31, 2018: $85,540; year ended July 31, 2017: $60,826). Higher legal fees were due to services rendered in relation to corporate governance. Higher audit, tax and accounting fees also contribute to the increase due to numerous financings, including a flow-through share financing and other matters.

During the year ended July 31, 2018, corporate branding expenses increased to $500,832 (year ended July 31, 2017: $439,997). Total corporate branding expenses of $500,832 during the year ended July 31, 2018 included $12,106 (year ended July 31, 2017: $115,871) in conference expenses and $529,613 (year ended July 31, 2017: $324,126) in branding expenses, offset by $40,887 which was a chargeback to Sienna Resources Inc., a public company with one common director, for its share of 2017 conference expenses.

Total branding expenses of $529,613 during the year ended July 31, 2018 included the following:

- $150,345 (year ended July 31, 2017: $71,473) for European marketing and news dissemination with Aktiencheck.de AG;
- $43,189 (year ended July 31, 2017: $8,249) for TV ads with Blue Sun Productions Inc.;
- $24,544 (year ended July 31, 2017: $39,443) for lead generation and news dissemination with Dig Media Inc.;
- $68,335 (year ended July 31, 2017: $Nil) for Google advertising with ExInfluence Media Corp.;
- $18,363 (year ended July 31, 2017: $Nil) for Google banner advertisement branding;
- $7,933 (year ended July 31, 2017: $15,867) for news dissemination and awareness with Equities.com Inc.;
- $6,480 (year ended July 31, 2017: $6,480) for news dissemination and awareness with Junior Gold Report Inc.;
- $10,084 (year ended July 31, 2017: $2,750) for news dissemination and awareness with Market Smart Communications Inc.;
- $5,000 (year ended July 31, 2017: $55,000) for news dissemination and awareness with Stockhouse Publishing Ltd.;
- $12,566 (year ended July 31, 2017: $Nil) for news dissemination and awareness with Financial Buzz Media Networks;

- $12,000 (year ended July 31, 2017: $12,000) for social media services related to the corporate twitter;
- $11,520 (year ended July 31, 2017: $12,858) for magazine advertisement with Benchmark Mineral Intelligence Ltd.;
- $9,420 (year ended July 31, 2017: $Nil) for video version of news release with Investment Pitch Media;
- $8,750 (year ended July 31, 2017: $1,250) for global marketing with Proactive Investors LLC;
- $13,256 (year ended July 31, 2017: $Nil) for video advertisement on airplanes with INK;
- $76,974 (year ended July 31, 2017: $Nil) to engage Market IQ Media Group Incorporated to design landing page and content development for the Company's website; and
- $50,854 (year ended July 31, 2017: $32,895) for other branding expenses.

The corporate branding expenses were incurred to increase the awareness of the Company and the cobalt industry in general.

Conference expenses decreased to $12,106 (year ended July 31, 2017: $115,871). The Company's President, director or consultants attended the following major trade shows or conferences on behalf of the Company:

- During the year ended July 31, 2018, the Company's President and one director attended the 2018 PDAC Convention in Toronto for total expenses of $10,207;
- During the year ended July 31, 2017, the Company's President and one director attended the 2017 PDAC Convention in Toronto for total expenses of $16,544 and the MINE Expo International in Las Vegas for total expenses of $17,728;
- During the year ended July 31, 2017, one consultant attended two conferences in Quebec for total expenses of $14,157, the New Orleans Louisiana Investment Conference for total expenses of $13,701, the Toronto Money Show and Niagara Capital Conference for total expenses of $19,709, and the Raise conference at the STAMPEDE Investor Conference in Calgary for total expenses of $9,030; and
- During the year ended July 31, 2017, the Company incurred $16,700 for sponsorship and advertising for the Benchmark World Tour.

Management attended these conferences to increase exposure of the Company’s brand and facilitate opportunities to expand its shareholder base and potentially discuss business opportunities in the cobalt exploration and development industry.

Consulting fees paid by the Company (year ended July 31, 2018: $129,625; year ended July 31, 2017: $188,652) generally include the following two categories: corporate and business advisory; secretarial and data entry services.

Total consulting fees during the year ended July 31, 2018 consisted of $84,000 (year ended July 31, 2017: $111,366) for business advisory services. Such payments were generally made to third party consultants for certain corporate advisory, strategic planning and related advisory services that assisted in project evaluation. The Company paid $45,625 during the year ended July 31, 2018 (year ended July 31, 2017: $77,286) for internal secretarial and data entry services. Consulting fees decreased because seven consultants no longer work for the Company and the Company has streamlined its work and is not looking to replace those consultants.

Transfer agent and filing fees decreased to $35,495 (year ended July 31, 2017: $85,478). Transfer agent and filing fees decreased because the Company incurred $14,016 in DTC filing fees and incurred $33,286 in transfer agent and filing fees in association with a forward split, both were one-time charge, in the year ended July 31, 2017.

See "Nature of Business – Mineral Properties" for a discussion of the Company's mineral properties on a property by property basis, including its plans for the mineral properties, the status of its plans, expenditures made and the anticipated timing and costs to take its mineral properties to the next stage of the project plan.

See "Overall Performance" for a discussion of the commitments, events, risks and uncertainties that the Company believe will materially affect its future performance and "Risks and Uncertainties" for a discussion of risk factors affecting the Company.

Discussion of Operations

Use of Proceeds

The table below provides an update as to the status of how the Company has previously announced a proposed use of proceeds from prior financings and the actual use of such proceeds.

Financing	**Previously Disclosed Use of Proceeds**	**Status of Use of**
$550,000 Flow-through *August 2017* *Private Placement*	Flow-through funds - towards existing Canadian properties.	As of the date of this report, approximately $336,000 in flow-through funds were used; and $214,000 in flow-through funds has not been used.

In August 2017, the Company closed a non-brokered private placement (the "Offering") consisting of 2,619,047 flow-through shares at $0.21 per share for gross proceeds of $550,000. The Company incurred filing fees of $4,100 and legal fees of $7,170, paid an aggregate finders' fees of $38,500, and issued 183,333 broker warrants (the "Broker Warrants") in connection with the Offering. Each Broker Warrant is exercisable at $0.21 per share into one common share until August 11, 2020.

Liquidity and Capital Resources

Liquidity

At July 31, 2019, the Company had $2,062,547 in cash and cash equivalents and a working capital of $2,074,525 as compared to $2,807,027 in cash and cash equivalents and a working capital of $3,063,030 at July 31, 2018.

The Company's current assets have decreased to $2,135,279 as at July 31, 2019 from $3,106,184 as at July 31, 2018, due mainly to a decrease in cash and cash equivalents as well as a decrease in prepaid expenses. The Company's current liabilities have increased from $43,154 as at July 31, 2018 to $60,754 as at July 31, 2019, mainly due to an increase in accounts payable and accrued liabilities. The value ascribed to the Company's exploration and evaluation assets has decreased from $1,701,097 as at July 31, 2018 to $1,262,324 as at July 31, 2019, due mainly to management's decision to drop the entire Montana Chicken Hawk Property and certain mineral claims in Ontario and B.C. offset by the exploration work performed on the cobalt prospects in Ontario as set described above.

Management believes that the Company's cash and cash equivalents are sufficient to meet the current working capital requirements, including the existing commitments relating to the Company's mineral properties. But in future, the Company expects to raise additional capital as the needs arise. See "Nature of Business – Mineral Properties" and "Overall Performance" for a discussion of the Company's commitments relating to its mineral properties. As a mineral exploration company, its expenses are expected to increase as the Company explores its mineral properties further. Management does not expect the Company to generate sustained revenues from mineral production in the foreseeable future.

The Company's ability to conduct the planned work programs on its mineral properties, meet ongoing levels of corporate overhead and discharge its liabilities as they become due is dependent, in large part, on the ability of management to raise additional funds as necessary. Management anticipates that additional equity financings will need to be conducted to raise additional funds which, if successful, will result in dilution in the equity interests of the Company's current shareholders. Obtaining commercial loans, assuming those loans would be available, will increase the Company's liabilities and future cash commitments. Although the Company have secured financings in the past, there is no assurance that the Company will be able to do so in the future on terms that is favourable to the Company or at all. The Company's ability to raise additional funds in the future and its liquidity may be negatively impacted by a number of factors, including changes in commodity prices, market volatility and general economic downturns.

Capital Resources

The Company has the following commitments for capital expenditures with respect to its mineral properties as of July 31, 2019. The expenditures are optional and the Company may decide not to incur such payments in the event the Company does not decide to pursue further exploration with respect to such properties.

- *BC War Eagle Cobalt Prospects*:
    - The Company owns a 100% interest in one mineral claim, which is in good standing until October 14, 2020. In order to keep this claim in good standing, the Company is required to incur a minimum of $9,362 in exploration expenditures on this claim by October 14, 2020 or to pay cash-in-lieu of $18,724.
- *Yukon Quartz Claims*:
    - Two Yukon Quartz claims are in good standing until October 3, 2020. In order to renew these claims for another year, the Company is required to pay an annual rent of $210 to the Government of Yukon by October 3, 2020 for the Yukon Quartz claims, unless the Company spends an amount greater than that in exploration beforehand. In addition, the Company is also required to pay the claim recording fees of $10 to the Government of Yukon by October 3, 2020.
- *Ontario Bucke Cobalt Prospects*:
    - These mineral claims are in good standing until July 19, 2021 or later. In order to keep these claims in good standing, the Company is required to incur a minimum of $12,800 in exploration expenditures on these claims by July 19, 2021.
- *Ontario Coleman Cobalt Prospects*:
    - Four claim units are in good standing until July 19, 2020. In order to keep these claims in good standing, the Company is required to incur a minimum of $1,600 in exploration expenditures on these claims by July 19, 2020.
    - 28 claim units are in good standing until December 1, 2020. In order to keep these claims in good standing, the Company is required to incur a minimum of $6,000 in exploration expenditures on these claims by December 1, 2020.
    - 15 claim units are in good standing until June 26, 2021 or later. In order to keep these claims in good standing, the Company is required to incur a minimum of $3,000 in exploration expenditures on these claims by June 26, 2021.

- *Ontario Hector Cobalt Prospects*:
    - These mineral claims are in good standing until July 19, 2020 or later. In order to keep these claims in good standing, the Company is required to incur a minimum of $40,200 in exploration expenditures on these claims by July 19, 2020.

- *Ontario Johnson Cobalt Prospects*:
    - These mineral claims are in good standing until July 19, 2021 or later. In order to keep these claims in good standing, the Company is required to incur a minimum of $6,000 in exploration expenditures on these claims by July 19, 2021.

- *Ontario Lorraine Cobalt Prospects*:
    - Certain mineral claims are in good standing until January 10, 2020 or later. In order to keep these claims in good standing, the Company is required to incur a minimum of $12,000 in exploration expenditures on these claims by January 10, 2020.
    - Certain mineral claims are in good standing until April 10, 2020. In order to keep these claims in good standing, the Company is required to incur a minimum of $121,200 in exploration expenditures on these claims by April 10, 2020.

- *Nevada Clayton Valley West Lithium Prospect:*
    - These mineral claims are in good standing until September 1, 2020. In order to keep these claims in good standing, the Company is required to pay BLM fees of USD$1,980 and county fees of USD$144 by November 1, 2020.

- *Idaho Star Cobalt Prospect:*
    - These mineral claims are in good standing until September 1, 2020. In order to keep these claims in good standing, the Company is required to pay maintenance fees of USD$660 by September 1, 2020.

See “Nature of Business – Mineral Properties” for a discussion of the Company’s capital expenditure commitments with respect to its mineral properties.

During the year ended July 31, 2017, the Company entered into a lease agreement for office premises for a three-year period beginning August 1, 2017 and ending July 31, 2020. The Company is required to pay office rent (net of taxes) as follows: pay a total of $86,414 by July 31, 2020. However, the Company shares its office space with two related public companies and one non-related company. The Company invoices these companies for their share of the office rent on a monthly basis.

Operating Activities

During the year ended July 31, 2019 and, 2018, operating activities used cash of $429,292 and $2,038,037, respectively. The use of cash for the year ended July 31, 2019 was mainly attributable to its loss for the period of $1,456,898 offset by a decrease in prepaid expenses of $246,283 and the write-down of exploration and evaluation assets. The use of cash for the year ended July 31, 2018 was mainly attributable to its loss for the period of $1,988,331, to increased prepaid expenses of $209,590 and decreased accounts payable and accrued liabilities of $585,360, offset by share-based payments of $364,182 and the write-down of the exploration and evaluation assets of $456,000.

Investing Activities

During the year ended July 31, 2019, the Company used cash of $315,188 in investing activities due to investments in exploration and evaluation assets. During the year ended July 31, 2018, the Company used cash of $384,745 in investing activities due to investments in exploration and evaluation assets.

Financing Activities

During the year ended July 31, 2019, the Company did not provide or use any cash.

During the year ended July 31, 2018, the Company was provided $3,303,498 by financing activities, of which $3,356,268 was proceeds from issuance of share capital, offset by share issue costs of $52,770.

Changes in Accounting Policies including Initial Adoption

New accounting standards adopted during the period

IFRS 9 – Financial Instruments ("IFRS 9")

The Company has adopted new accounting standard *IFRS 9 - Financial Instruments*, effective August 1, 2018. The new standard sets out requirements for classifying, recognizing and measuring financial assets and financial liabilities. This standard replaces *IAS 39 - Financial Instruments: Recognition and Measurement*.

IFRS 9 is effective for annual periods beginning on or after January 1, 2018. IFRS allows for an exemption from restating prior periods in respect of the standard's classification and measurement requirements.

IFRS 9 establishes three primary measurement categories for financial assets: fair value through profit and loss ("FVTPL"), fair value through other comprehensive income ("FVOCI") and amortized cost. The basis for classification depends on the entity's business model and the contractual cash flow characteristics of the instrument. For financial liabilities, the new standard retains most of the requirements of IAS 39, except that fair value changes due to changes in an entity's own credit risk are recorded in other comprehensive income rather than in net earnings.

Upon adoption of IFRS 9, the Company has changed its accounting policy for financial instruments as follows:

Classification

The Company determines the classification of its financial instruments at initial recognition. Upon initial recognition, a financial asset is classified as measured at: amortized cost, FVTPL, or FVOCI. The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. The adoption of IFRS 9 has not had a significant effect on the Company's accounting policies related to financial liabilities and derivative financial instruments. A financial liability is classified as measured at amortized cost or FVTPL.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

An equity investment that is held for trading is measured at FVTPL. For other equity instruments that are held for trading, the Company may irrevocably elect to designate them as FVOCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has elected to measure them at FVTPL.

The Company completed an assessment of its financial assets and liabilities as at July 31, 2019. The adoption of IFRS 9 has no quantitative impact on the Company's financial instruments as at July 31, 2019.

However, it has an impact on the classification of the Company's financial instruments compared to the old standard IAS 39 as follows:

Asset or Liability	**Original classification IAS 39**	**New classification IFRS 9**
Cash and cash equivalents	FVTPL	FVTPL
Receivables	Loans and receivables	Amortized cost
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost

Measurement

Initial measurement

On initial recognition, all financial assets and financial liabilities are measured at fair value adjusted for directly attributable transaction costs except for financial assets and liabilities classified as FVTPL, in which case the transaction costs are expensed as incurred.

Subsequent measurement

The following accounting policies apply to the subsequent measurement of financial instruments:

Financial assets at FVTPL
These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

Financial assets at amortized cost
These assets are subsequently measured at amortized costs using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Equity investments at FVOCI
These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss

Debt investments at FVOCI
These assets are subsequently measured at fair value. Interest income is calculated using the effective interest rate method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Impairment of financial instruments

The Company assesses at each reporting date whether there is an objective evidence that a financial asset or a group of financial assets is impaired.

For financial assets measured at amortized cost, and debt investments at FVOCI, the Company applies the expected credit loss impairment model. On adoption of the expected credit loss model there was no material adjustment.

Accounting standards issued but not yet effective

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective.

IFRS 16 – Leases (“IFRS 16”)

New standard to establish principles for recognition, measurement, presentation and disclosure of leases with an impact on lessee accounting, effective for annual periods beginning on or after January 1, 2019. The adoption of this new standard is not expected to have a significant impact on the Company's consolidated financial statements.

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

Related Parties Transactions

During the year ended July 31, 2019, the Company incurred aggregate management fees of $117,600 to two directors, James Nelson and Seth Kay. There are no management agreements in place and the Company has no contractual requirement to continue paying management fees. During the year ended July 31, 2019, the Company accrued a total of $7,500 in directors’ fees payable to three directors, James Nelson, Seth Kay and Gregory Thomson. Management fees, directors’ fees and share-based payments are intended to compensate such persons for their time and dedication to the Company.

During the year ended July 31, 2019, the Company paid $66,800 to an officer in consideration for accounting services provided to the Company. Such payments were made in lieu of management fees to its Chief Financial Officer, Cindy Cai.

As at July 31, 2019, amounts due to related parties were $8,167 (July 31, 2018: $7,500), which included $667 due to Gregory Thomson for unpaid office expenses; and $7,500 owing to three directors for unpaid directors' fees, being $2,500 each payable to James Nelson, Seth Kay and Gregory Thomson.

At July 31, 2019, related party receivables include $1,804 (July 31, 2018: $3,512) due from two public companies with common directors for recoverable office expenses as below: $1,353 due from Spearmint Resources Inc. and $451 due from Sienna Resources Inc.

All transactions with related parties have occurred and are measured at the amount of consideration established and agreed to by the related parties.

Fourth Quarter - Unaudited

The Company did not have any revenue during the three months ended July 31, 2019 and 2018. Total operating expenses were $173,272 for the three months ended July 31, 2019, as compared to $291,072 for the three months ended July 31, 2018. The decrease resulted primarily from a decrease of $33,512 in corporate branding expenses, a decrease of $50,000 in investor relations, and a decrease of $39,974 in professional fees. Decreased corporate branding expenses were due to management's decision to decrease overall branding expenses. Decreased investor relations were due to management does not have plans to enter into new investor relations contract after the old contract expired on May 31, 2019 as the Company has streamlined its work and is not looking to replace those consultants. Decreased professional fees were due to lower legal fees resulting from less services rendered in relation to corporate governance in the 2019 year.

Net comprehensive loss increased to $931,664 for the three months ended July 31, 2019 as compared to $717,762 for the three months ended July 31, 2018. The increase resulted primarily by an increase in the write-down of exploration and evaluation assets offset by a decrease in operating expenses.

Financial Instruments and Other Instruments

Financial instruments

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's receivables and accounts payable and accrued liabilities approximates their carrying values due to the short-term nature of the financial instruments. The Company's cash and cash equivalents are measured at fair value using Level 1 inputs.

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. As at July 31, 2019, the Company has a minimal exposure to the US$ that is subject to fluctuations as a result of exchange rate variations to the extent that transactions are made in this currency. The Company considers this risk to be insignificant and therefore does not hedge its foreign exchange risk.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash and cash equivalents and receivables are exposed to credit risk. The Company reduces its credit risk on cash and cash equivalents by placing these instruments with institutions of high credit worthiness. As at July 31, 2019, the Company is not exposed to any significant credit risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has non-interest bearing debt instruments and is therefore not exposed to risk in the event of interest rate fluctuations. As at July 31, 2019, the Company is not exposed to any significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions on the due date. The Company addresses its liquidity through equity financing obtained through the sale of common shares and the exercise of warrants and options. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.

Price Risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors the commodity prices of precious metals and the stock market to determine the appropriate course of action to be taken by the Company.

Based on management's knowledge and experience of the financial markets, management does not believe that the Company's current financial instruments will be affected by foreign exchange risk, credit risk, interest rate risk and price risk.

Proposed Transactions

Other than as disclosed herein, the Company does not have any proposed transactions as of the date of this report.

Additional Disclosure for Venture Issuers without Significant Revenue

During the year ended July 31, 2019 and 2018, the Company incurred expenses including the following:

	2019	2018
Operating expenses	$723,964	$1,624,098
Capitalized acquisition costs	$Nil	$75,370
Capitalized exploration costs	$326,642	$245,523
Write-down of exploration and evaluation assets	$765,415	$456,000

Please refer to Note 7 *Exploration and Evaluation Assets* in the consolidated financial statements for the year ended July 31, 2019 for a description of the capitalized acquisition and exploration costs presented on a property-by-property basis.

Disclosure of Outstanding Share Data

Common Shares

The Company has authorized an unlimited number of common shares without par value.

As at July 31, 2019 and November 6, 2019, the Company had 78,646,890 common shares issued and outstanding.

Stock options

As at July 31, 2019 and November 6, 2019, there are no stock options outstanding.

Warrants

As at July 31, 2019, the Company had 17,171,848 share purchase warrants outstanding. Each warrant entitles the holder the right to purchase one common share as follows:

Number	Exercise Price	Expiry Date
3,711,645	$0.15	August 24, 2019
1,081,620	$0.17	August 24, 2019
5,690,250	$0.33	December 18, 2019
2,000,000	$0.30	December 22, 2019
183,333	$0.21	August 11, 2020
4,505,000	$0.05	June 13, 2021
17,171,848		

Subsequent to July 31, 2019, the following occurred:

a) 3,711,645 share purchase warrants at an exercise price of $0.15 expired unexercised; and

b) 1,081,620 share purchase warrants at an exercise price of $0.17 expired unexercised.

As of November 6, 2019, the Company had 12,378,583 share purchase warrants outstanding.

Risks and Uncertainties

Because of the unique difficulties and uncertainties inherent in mineral exploration ventures, the Company face a high risk of business failure.

Potential investors should be aware of the difficulties normally encountered by mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration program that the Company intend to undertake on its properties and any additional properties that the Company may acquire. These potential problems include unanticipated problems relating to exploration, and additional costs and expenses that may exceed current estimates. The expenditures to be made by the Company in the exploration of the properties may not result in the discovery of any mineral deposits. Any expenditure that the Company may make in the exploration of any other mineral property that the Company may acquire may not result in the discovery of any commercially exploitable mineral deposits. Problems such as unusual or unexpected geological formations and other conditions are involved in all mineral exploration and often result in unsuccessful and/or expensive exploration efforts. If the results of the exploration do not reveal viable commercial mineralization, the Company may decide to abandon or sell some or all of the property interests.

Because of the speculative nature of the exploration of mineral properties, there is no assurance that the exploration activities will result in the discovery of any quantities of mineral deposits on the current properties or any other additional properties the Company may acquire.

The Company intend to continue exploration on the current properties and the Company may or may not acquire additional interests in other mineral properties. The search for mineral deposits as a business is extremely risky. The Company can provide investors with no assurance that exploration on the current properties, or any other property that the Company may acquire, will establish that any commercially exploitable quantities of mineral deposits exist. Additional potential problems may prevent the Company from discovering any mineral deposits. These potential problems include unanticipated problems relating to exploration and additional costs and expenses that may exceed current estimates. If the Company is unable to establish the presence of mineral deposits on the properties, the Company's ability to fund future exploration activities will be impeded, the Company will not be able to operate profitably and investors may lose all of their investment in the Company.

Because of the inherent dangers involved in mineral exploration and exploitation, there is a risk that the Company may incur liability or damages as the Company conducts business.

The search for mineral deposits involves numerous hazards. As a result, the Company may become subject to liability for such hazards, including pollution, cave-ins and other hazards against which the Company cannot insure or against which the Company may elect not to insure. At the present time the Company have no coverage to insure against these hazards. The payment of such liabilities may have a material adverse effect on the Company's financial position.

The potential profitability of mineral ventures depends in part upon factors beyond the control of the Company and even if the Company discover and exploit mineral deposits, the Company may never become commercially viable and the Company may be forced to cease operations.

The commercial feasibility of an exploration program on a mineral property is dependent upon many factors beyond the Company's control, including the existence and size of mineral deposits in the properties the Company explore, the proximity and capacity of processing equipment, market fluctuations of prices, taxes, royalties, land tenure, allowable production and environmental regulation. These factors cannot be accurately predicted and any one or a combination of these factors may result in the Company not receiving any return on invested capital. These factors may have material and negative effects on financial performance and the Company's ability to continue operations.

Exploration and exploitation activities are subject to comprehensive regulation which may cause substantial delays or require capital outlays in excess of those anticipated causing an adverse effect on the Company.

Exploration and exploitation activities are subject to foreign, federal, provincial, and local laws, regulations and policies, including laws regulating the removal of natural resources from the ground and the discharge of materials into the environment. Exploration and exploitation activities are also subject to foreign, federal, provincial, and local laws and regulations which seek to maintain health and safety standards by regulating the design and use of drilling methods and equipment. Properties may also be subject to complex Aboriginal claims.

Environmental and other legal standards imposed by foreign, federal, provincial, or local authorities may be changed and any such changes may prevent the Company from conducting planned activities or may increase costs of doing so, which would have material adverse effects on the Company's business. Moreover, compliance with such laws may cause substantial delays or require capital outlays in excess of those anticipated, thus causing an adverse effect on the Company, especially, foreign laws and regulations. Additionally, the Company may be subject to liability for pollution or other environmental damages that the Company may not be able to or elect not to insure against due to prohibitive premium costs and other reasons. Any laws, regulations or policies of any government body or regulatory agency may be changed, applied or interpreted in a manner which will alter and negatively affect the Company's ability to carry on business.

Because the Company's property interests may not contain any mineral deposits and because the Company have never made a profit from operations, the Company's securities are highly speculative and investors may lose all of their investment in the Company.

The Company's securities must be considered highly speculative, generally because of the nature of its business and the stage of exploration. The Company currently has exploration stage property interests which may not contain mineral deposits. The Company may or may not acquire additional interests in other mineral properties but the Company does not have plans to acquire rights in any specific mineral properties as of the date of this Management's Discussion and Analysis. Accordingly, the Company have not generated any revenues nor have the Company realized a profit from operations to date and there is little likelihood that the Company will generate any revenues or realize any profits in the short term. Any profitability in the future from the Company's business will be dependent upon locating and exploiting mineral deposits on current properties or mineral deposits on any additional properties that the Company may acquire and subsequent development. The likelihood that any mineral properties that the Company may acquire or have an interest in will contain commercially exploitable mineral deposits is extremely remote. The Company may never discover mineral deposits in respect to current properties or any other area, or the Company may do so and still not be commercially successful if the Company is unable to exploit those mineral deposits profitably. The Company may not be able to operate profitably and may have to cease operations, the price of the Company's securities may decline and investors may lose all of their investment in the Company.

As the Company face intense competition in the mineral exploration and exploitation industry, the Company will have to compete with competitors for financing and for qualified managerial and technical employees.

Competition includes large established mining companies with substantial capabilities and with greater financial and technical resources than the Company have. As a result of this competition, the Company may have to compete for financing and be unable to conduct any financing on terms the Company consider acceptable. The Company may also have to compete with the other mining companies for the recruitment and retention of qualified managerial and technical employees. If the Company is unable to successfully compete for financing or for qualified employees, the exploration programs may be slowed down or suspended, which may cause operations to cease as a company.

The Company have a history of losses and have a deficit, which raises substantial doubt about its ability to continue as a going concern.

The Company has not generated any revenues during the years ended July 31, 2019 and 2018. The Company will continue to incur operating expenses without revenues if and until the Company engages in commercial operations. Accumulated loss as of July 31, 2019 was $17,332,272 since inception. The Company had cash and cash equivalents in the amount of $2,062,547 as at July 31, 2019. The Company estimates the average monthly operating expenses to be approximately $50,000 each month. This estimate depends on whether the Company is active or inactive with the work programs. The Company cannot provide assurances that the Company will be able to successfully explore and develop its property interests. These circumstances raise substantial doubt about its ability to continue as a going concern, which was also described in an explanatory paragraph to the independent auditors' report on the Company's audited financial statements, July 31, 2019. If the Company is unable to continue as a going concern, investors will likely lose all of their investments in the Company.

The Company's future is dependent upon its ability to obtain financing and if the Company does not obtain such financing, the Company may have to cease its exploration activities and investors could lose their entire investment.

There is no assurance that the Company will operate profitably or will generate any positive cash flow in the future. The Company will require additional financing in order to proceed with the exploration and, if warranted, development of its properties. The Company will also require additional financing for fees the Company must pay to maintain its status in relation to the rights to the properties and to pay the fees and expenses necessary to operate as a public company. The Company will also need more funds if the costs of the exploration of its mineral claims are greater than the Company has anticipated. The Company will require additional financing to sustain its business operations if the Company is not successful in earning revenues. The Company will also need further financing if the Company decides to obtain additional mineral properties. The Company currently does not have any arrangements for further financing as the Company believes that it is sufficiently funded for the current operations but in future the Company expects to raise additional capital as the needs arise. The Company's future is dependent upon its ability to obtain financing. If the Company does not obtain such financing, its business could fail and investors could lose their entire investment.

The Company's directors and officers are engaged in other business activities and accordingly may not devote sufficient time to the Company's business affairs, which may affect its ability to conduct operations and generate revenues.

The Company's directors and officers are involved in other business activities. As a result of their other business endeavours, the Company's directors and officers will exercise their fiduciary duties and duty of care but nonetheless may not be able to devote sufficient time to the Company's business affairs, which may negatively affect the Company's ability to conduct ongoing operations and its ability to generate revenues. In addition, the management of the Company may be periodically interrupted or delayed as a result of the Company's officers’ other business interests.

RISKS RELATING TO THE COMPANY'S COMMON STOCK

A decline in the price of the Company's common stock could affect its ability to raise further working capital and adversely impact ability to continue operations.

A prolonged decline in the price of the Company's common stock could result in a reduction in the liquidity of its common stock and a reduction in its ability to raise capital. Because a significant portion of operations have been and will be financed through the continued sale of equity securities, a decline in the price of the common stock could be especially detrimental to liquidity and operations. Such reductions may force the Company to reallocate funds from other planned uses and may have a significant negative effect on business plans and operations, including the ability to continue current operations. If the Company's stock price declines, the Company can offer no assurance that it will be able to raise additional capital or generate funds from operations sufficient to meet its obligations. If the Company is unable to raise sufficient capital in the future, the Company may not be able to have the resources to continue normal operations or become insolvent.

The market price for the Company's common stock may also be affected by its ability to meet or exceed expectations of analysts or investors. Any failure to meet these expectations, even if minor, may have a material adverse effect on the market price of its common stock and its operations as a result.

Additional Information

The Company files annual and interim reports, information circulars and other information with certain Canadian securities regulatory authorities. The documents filed with the Canadian securities regulatory authorities are available at http://www.sedar.com.